

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MARYLAND

IN RE MUTUAL FUNDS INVESTMENT
LITIGATION

This Document Relates To:
In re MFS
04-md-15863-04

MDL 1586
Case No. 04-MD-15863
(Judge J. Frederick Motz)

BRUCE RIGGS, et al., Individually and
On Behalf of All Others Similarly Situated,

Plaintiff,

v.

MASSACHUSETTS FINANCIAL
SERVICES COMPANY, et al.

Defendants.

Case No. 04-cv-01162-JFM

[PROPOSED] INVESTOR CLASS ORDER

For the reasons stated in the Court's November 3, 2005 letter memorandum and implementing instructions and the Investor Class Opinion and Order in the *Janus* sub-track, it is, this ____ day of _____ 200__

ORDERED

1. All claims against Defendants MFS Government Securities Fund, Massachusetts Investors Trust, Massachusetts Investors Growth Stock Fund, MFS Series Trust I, MFS Series Trust II, MFS Series Trust IV, MFS Series Trust V, MFS Series Trust IX and MFS Series Trust X are dismissed without leave to amend;

2. The motions filed by Defendants Massachusetts Financial Services Company (“MFS”), MFS Fund Distributors (“MFD”), MFS Service Center, Inc. (“MFSSC”), John W. Ballen (“Ballen”) and Kevin R. Parke (“Parke”) are:

- a) Denied as to all Section 10(b) claims under the Exchange Act of 1934;
- b) Deferred as to all Section 20(a) claims under the Exchange Act of 1934, pending further briefing;
- c) Granted as to all claims under the Securities Act of 1933 without leave to amend;
- d) Granted as to claims under Sections 34(b) and 36(a) of the Investment Company Act (“ICA”) and the related claims under Section 48(a) of the ICA without leave to amend;
- e) (1) Denied as to claims under Section 36(b) of the ICA as against Defendants MFS, MFD and MFSSC;
(2) Denied as to claims under Section 48(a) of the ICA against Defendant MFS related to claims under Section 36(b) of the ICA;
(3) Deferred as to defendants Ballen, and Parke as to claims under Section 48(a) of the ICA related to claims under Section 36(b) of the ICA;
- f) Granted as to state law claims but plaintiffs are granted leave to amend second consolidated complaints within a deadline to be set after conferring with counsel;

3. All claims against Defendants Sun Life Financial, Inc., Sun Life Assurance Company of Canada – U.S. Operations Holdings, Inc., Sun Life Financial (U.S.) Investments LLC, and Sun Life of Canada (U.S.) Financial Services Holdings, Inc. are

dismissed;

4. Ruling is deferred as to the claims against Defendants Security Brokerage, Inc. and Daniel G. Calugar (the “Security Brokerage Defendants”), because these defendants have filed a motion to stay;

5. Motions filed by Defendants Trout Trading Management Co. (n/k/a Tewksbury Capital Management Ltd.), Wilshire Associates Incorporated, Bear Stearns Securities Corporation, Bear Stearns & Co., Inc., Banc of America Securities LLC, Security Trust Company, N.A., and Grant D. Seeger are:

- a) Denied as to claims under the Exchange Act of 1934;
- b) Granted as to state law claims but plaintiffs are granted leave to amend second consolidated complaints within a deadline to be set after conferring with counsel;

6. The motion filed by Bank of America Corporation is:

- a) Deferred as to claims under the Exchange Act of 1934;
- b) Granted as to state law claims but, if Bank of America Corporation is held to be a proper defendant, then plaintiffs are granted leave to amend the consolidated amended class action complaint within a deadline to be set after conferring with counsel;

7. All claims are dismissed against Defendants Ryan Goldberg, Michael Grady, Canadian Imperial Bank of Commerce, Canadian Imperial Holdings, Inc., Paul A. Flynn, Citigroup, Inc., Citigroup Global Markets Holdings Inc., Salomon Smith Barney, Inc. (n/k/a Smith Barney Asset Management), Morgan Stanley DW, Prudential Financial, Inc., Prudential Securities, Inc., Wachovia Securities, LLC, Martin Druffner, Justin

Ficken, Skifter Ajro, Michael Vanin, Robert Shannon, John Pepper, Marc C. Bilotti, JB Oxford Holdings, Inc., National Clearing Corporation, James G. Lewis, Kraig L. Kibble, James Y. Lin, Charles Schwab & Co., Credit Suisse First Boston (USA) Inc., and JP Morgan Chase and Co.:

a) without leave to amend as to all claims under federal law,

b) but plaintiffs are granted leave to amend second consolidated complaints for their claims under state law (Counts XI-XIII) within a deadline to be set after conferring with counsel;

and

8. The action is stayed as against:

a) Defendants Edward J. Stern, Canary Capital Partners, LLC, Canary Investment Management, LLC, and Canary Capital Partners, Ltd. (the “Canary Defendants”) pursuant to the Court’s December 8, 2004 Order;

b) Defendant Theodore C. Sihpol, III, pursuant to the Court’s March 3, 2005 Order.

J. Frederick Motz
United States District Judge